

Hearing Date: June 26, 2013 at 10:00 am (ET)
Objection Deadline: June 19, 2013 at 4:00 pm (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

OBJECTION AND RESERVATION OF RIGHTS OF PLAINTIFFS IN *ROTHSTEIN, ET AL. v. GMAC MORTGAGE, LLC, ET AL.*, No. 12-CV-3412-AJN (S.D.N.Y.) TO DEBTORS' MOTION FOR AN ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 363(b) AUTHORIZING THE DEBTORS TO ENTER INTO AND PERFORM UNDER A PLAN SUPPORT AGREEMENT WITH ALLY FINANCIAL INC., THE CREDITORS COMMITTEE AND CERTAIN CONSENTING CLAIMANTS

Plaintiffs in the putative class action captioned *Rothstein, et al. v. GMAC Mortgage, LLC, et al.*, No. 1:12-CV-3412-AJN (S.D.N.Y.) ("Plaintiffs" and "*Rothstein*") submit this objection

and reservation of rights in response to the Debtors' Motion for an Order under Bankruptcy Code Sections 105(a) and 363(b) Authorizing the Debtors to Enter into and Perform under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants (ECF No. 3814) (the "Plan Support Motion"), and state as follows:

1. Plaintiffs are involved in the contested matter (the "Contested Matter") commenced by the Motion by Ally Financial Inc. and Ally Bank for an Order Enforcing the Automatic Stay pursuant to 11 U.S.C. § 362(a)(3) by (1) Enjoining Prosecution of Alter Ego and Veil Piercing Claims in the Class Action Entitled *Landon Rothstein, et al. v. GMAC Mortgage LLC, et al.*, and (2) Declaring Such Claim Void *Ab Initio* (ECF No. 2511). The parties to this Contested Matter are currently conferring regarding scheduling for briefing and a hearing. The Contested Matter involves whether Plaintiffs' claims in *Rothstein* are derivative.

2. The Plan Support Motion proposes a plan that will enjoin the Plaintiffs from pursuing their claims in *Rothstein* against non-debtor parties and provides very little funding to distribute under the proposed plan for the release of claims of this nature: only \$57.6 million of a total of \$2.1 billion are allocated for borrower claims. Plaintiffs intend to object to such a plan because of improper third party releases and injunctions and insufficient funding for borrower claims.

3. Plaintiffs file this reservation of rights to preserve all rights and bases for objecting to any plan proposed in these cases, regardless of the terms disclosed in the Plan Support Motion.

WHEREFORE, Plaintiffs object to the Plan Support Motion and reserve all rights in these cases.

New York, New York
Dated: June 18, 2013

KIRBY McINERNEY LLP

By: /s/ Mark A. Strauss
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